

Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

RECORDATION NO. 13784-F Filed 1425

MAY 8 1984 9 35 AM

May 3, 1984

4-129A02 INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. MAY 8 1984
Date
Fee \$ 10.00

ICC Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of the Title 49 of the United States Code and the regulations thereunder are the original and one copy of the Amendment to Management Agreement, a secondary document, under the Management Agreement dated July 28, 1982.

The primary document to which this is connected is recorded under the Recordation Number 13784.

The names and addresses of the parties to the enclosed documents are:

Manager: Funding Systems Railcars, Inc.
Suite 370
2215 Sanders Road
Northbrook, Illinois 60062

Owner: Heleasco Six, Inc.
Suite 101 Hagley Building
3411 Silverside Road
Wilmington, DE 19810

A general description of railroad equipment covered by the enclosed document is as follows:

Eight (8) covered hopper cars bearing the identification marks WSOR.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., Suite 370, Northbrook, Illinois 60062.

Interstate Commerce Commission

Washington, D.C. 20423

5/8/84

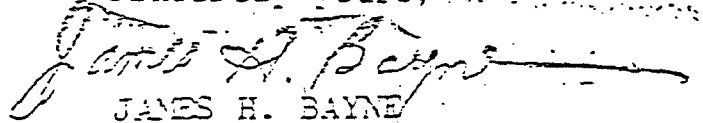
OFFICE OF THE SECRETARY

Sharon Schumacher
Funding Systems Railcars, Inc.
Suite 370, 2215 Sanders Rd.
Northbrook, Illinois 60062

Dear **Ms. Schumacher:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/8/84** at **9:35am** and assigned recordation number(s). **13784-F**

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. *13784-F*

Filed 1425

AMENDMENT

MAY 8 1984 .9 35 AM

INTERSTATE COMMERCE COMMISSION

TO

MANAGEMENT AGREEMENT

Dated as of July 28, 1982

Between

FUNDING SYSTEMS RAILCARS, INC.,

as Manager

AND

HELEASCO SIX, INC.

as Owner

AMENDMENT
TO
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 23 day of APRIL, 1984 and amends that certain Management Agreement dated as of the 28th day of July, 1982 (the "Agreement") between Heleasco Six, Inc. (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties of the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 13784 on August 31, 1982; and

WHEREAS, the parties hereto now desire to amend the Management Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Agreement covers certain covered hopper railroad cars (the "Equipment"). The parties hereto agree that the Manager may change the equipment numbers on certain items of the Equipment and that the Management Agreement is hereby amended to change the equipment number of the following items of Equipment:

The item of Equipment
bearing the number

WSOX 301350
WSOX 301339
WSOX 301486
WSOX 301322
WSOX 301363
WSOX 301441
WSOX 301492
WSOX 301323

Shall be changed to
Equipment number

WSOR 301350
WSOR 301339
WSOR 301486
WSOR 301322
WSOR 301363
WSOR 301441
WSOR 301492
WSOR 301323

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

HELEASCO SIX, INC.

By [Signature]

Title: President

ATTEST:

[Signature]

FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

By [Signature]

Title: EXECUTIVE VICE PRESIDENT - FINANCE

[Signature]

STATE ILLINOIS)
) ss.
COUNTY OF DUPAGE)

On this 23rd day of APRIL, 1984, before
me personally appeared Dennis T. Hurst, to me
personally known, who, being by me duly sworn, says that he/she
is Executive Vice President - Finance
of Funding Systems Railcars, Inc.,
that the foregoing instrument was signed on behalf of said corporation
by proper authority therefor, and he/she acknowledged that the
execution of the foregoing instrument was the free act and deed of
said corporation.

Sharon Schumacher

Notary Public

(Notarial Seal)

My commission expires:

My Commission Expires Jan. 27, 1985

STATE OF Delaware)
COUNTY OF New Castle)

SS.

On this 30th day of April, 1984, before me personally appeared Philip C. Dawson, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of Heleasco Six, Inc. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paul C. Dawson
Notary Public

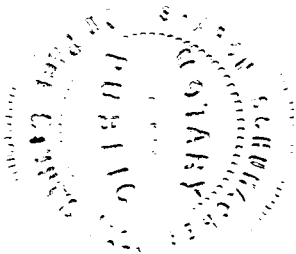
[Notary Seal]

My commission expires:

My Commission expires March 2, 1986

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 3rd day of MAY, 1984, I hereby
certify that I have compared the attached copy of the Amendment
to Management Agreement between Funding Systems Railcars, Inc.
and Heleasco Six, Inc. dated April 23, 1984 with the original
and have found the copy to be complete and identical in all
respects to the original document.



[Seal]

Sharon Schumacher
Notary Public

My commission expires My Commission Expires Jan. 27, 1985